

EXHIBIT B

CONTRACT FOR SALE OF ASSETS

Due to economic necessity, the Directors and Officers of AM-TEL DIRECTORIES, INC. have voted to sell the assets of the business. Accordingly, under the provisions and power of such resolution, it is hereby agreed by AMTEL DIRECTORIES, INC. and P.B.J. WHITE DIRECTORIES, LLC., as follows:

(1) P.B.J. WHITE DIRECTORIES, LLC. will acquire the assets, in their entirety, as set forth on the attached Exhibit "A", of AM-TEL DIRECTORIES, INC. and the right to use the name AM-TEL DIRECTORIES effective as of the 1ST day of July, 2002 under the following terms:

(a) The purchase price shall be ONE HUNDRED THOUSAND AND 00/100 DOLLARS (\$100,000.00) plus the assumption of the specified indebtedness of AM-TEL DIRECTORIES, INC. as set forth on the listing of such indebtedness that is attached hereto as Exhibit "B". The ONE HUNDRED THOUSAND and 00/100 DOLLARS (\$100,000.00) shall be paid as follows: a) \$75,000.00 on or before 8th of July, 2002; b) \$25,000.00 on or before 8th of July, 2004. AM-TEL DIRECTORIES, INC. shall remain obligated and shall hold P.B.J. WHITE DIRECTORIES, LLC. harmless from all other indebtedness.

(b) P.B.J. WHITE DIRECTORIES, LLC. shall secure, by its own independent line of finance, all outstanding debts and obligations of AM-TEL DIRECTORIES, INC.;

(2) P.B.J. WHITE DIRECTORIES, LLC. has the right to assign its interest in this agreement.

(3) After the purchase of the assets, P.B.J. WHITE DIRECTORIES, LLC. may offer employment to the employees of AM-TEL DIRECTORIES, INC., but is under no obligation to do so.

IN WITNESS WHEREOF, the parties have hereunto set their hands to this agreement on the 3rd day of July, 2002.

SIGNED IN THE PRESENCE OF:

Lamela Nemele
July 4, 2002
Lamela Nemele
July 4, 2002

AMTEL DIRECTORIES, INC.

BY:

Steve M. Brandeberry

P.B.J. WHITE DIRECTORIES, LLC.

BY:

State of Ohio
County of Champaign, SS:

Before me, a Notary Public, in and for said County and State, personally came **Am-Tel Directories, Inc.**, by **Steve M. Brandeberry**, its President, who acknowledged the signing of the foregoing agreement to be the voluntary act and deed of the said **Am-Tel Directories, Inc.** and the voluntary act and deed of the said **Steve M. Brandeberry**, personally and as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 3rd day of July, 2002.



HARLEY A. DAVIDSON, Attorney at Law
Notary Public, State of Ohio
My Commission has no expiration date
Section 147.03 O.R.C.

Notary Public
July 3rd 2002

State of Ohio
County of Champaign, SS:

Before me, a Notary Public, in and for said County and State, personally came **P.B.J. WHITE DIRECTORIES, LLC.**, by William N. White, its President, who acknowledged the signing of the foregoing agreement to be the voluntary act and deed of the said **P.B.J. WHITE DIRECTORIES, LLC.** and the voluntary act and deed of the said William N. White, personally and as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 3rd day of July, 2002.



HARLEY A. DAVIDSON, Attorney at Law
Notary Public, State of Ohio
My Commission has no expiration date
Section 147.03 O.R.C.

Notary Public
July 3rd 2002

This instrument prepared by:
HARLEY A. DAVIDSON, Attorney at Law
117 W. Court St., Urbana, OH 43078

AMTEL Directories Inc.

Balance Sheet

As of July 3, 2002

	Jul 3, '02
ASSETS	
Current Assets	
Checking/Savings	
102 Campaign Op 647160	10,609.59
103 Payroll 636216	151.21
106 Petty Cash	2,022.80
Total Checking/Savings	12,783.60
Accounts Receivable	
Accounts Receivable	381,903.60
Total Accounts Receivable	381,903.60
Other Current Assets	
131 Employee Advances	240.00
Total Other Current Assets	240.00
Total Current Assets	394,927.20
Fixed Assets	
146 Fixtures & Equipment	
147 Fixt. & Equip Accum Depr.	-20,000.33
146 Fixtures & Equipment - Other	43,686.57
Total 146 Fixtures & Equipment	23,686.24
148 Transportation Equipment	
149 Trans Equip. Accum. Depr.	1,179.98
148 Transportation Equipment - Other	14,586.29
Total 148 Transportation Equipment	15,766.27
Total Fixed Assets	39,452.51
Other Assets	
181 Intan. Asset Purchase	205,000.00
182 Intan. Non Compete	150,000.00
183 Intan. Asset License Agrmnt	50,000.00
186 Accum Amort Asset Purchase	-77,446.02
186 Accum Amort Non Compete	-56,666.98
187 Accum Amort License Agrmnt	-18,887.00
Deposits	5,000.00
Total Other Assets	257,000.00
TOTAL ASSETS	
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
205 Accounts Payable	137,402.00
Total Accounts Payable	137,402.00
Credit Cards	
AmEx SBS 61009	5,000.00
Total Credit Cards	5,000.00
Other Current Liabilities	
203 Accrued Publish Exp-Union	
Printing	4,662.66
yellow page tapes/leads	628.07
Total 203 Accrued Publish Exp-Union	5,290.73
204 Accrued Publish Exp Logan	
Printing	-2,500.00
yellow page tapes/leads	707.44
Total 204 Accrued Publish Exp Logan	-1,792.56
206 Accrued Publish Exp Champ	
Paging/Graphics	4,246.02

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AMTEL Directories Inc.**Balance Sheet****As of July 3, 2002**

	Jul 3, '02
Printing	45,000.00
white page tapes	183.99
206 Accrued Publish Exp Champ - Other	462.18
Total 206 Accrued Publish Exp Champ	49,892.19
210 Peoples 603847-60	-184.54
210 Peoples 604127-60	308.88
Payroll Liabilities	
232.1 FICA or	-0.01
232.2 FICA ee	-0.01
235 Federal Unemployment	-0.20
Group Medical	0.03
Total Payroll Liabilities	-0.19
Total Other Current Liabilities	53,514.51
Total Current Liabilities	195,916.51
Long Term Liabilities	
267 Note Pay CNB LOC 7017	100,000.00
268 Note Pay Delta Hamilton	7,000.00
269 Note CNB 8669 Business	144,367.52
270 Note John & Anne Hahn	15,000.00
275.1 Note Pay Amer Ex LOC	7,943.07
275.2 Note Pay Peoples 99 Chrys	13,136.54
275.3 Peoples DIAD	4,924.60
275.4 Peoples Computer EQT/Acce	5,904.78
275.6 Peoples Ofc Furn/phones	11,589.81
Total Long Term Liabilities	309,866.32
Total Liabilities	505,782.83
Equity	
262 Equity Steve Brandeberry	74,300.14
263 Officer Equity & Draws	923.11
265 Equity P. Hamilton	72,956.20
280 Equity Skipp Weithman	21,000.00
281 Capital Stock	500.00
283 Retained Earnings	787.14
Opening Bal Equity	10,804.24
Net Income	4,326.05
Total Equity	185,596.88
TOTAL LIABILITIES & EQUITY	691,379.71

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AMTEL Directories Inc.
Unpaid Bills Detail
 As of July 3, 2002

Type	Date	Num	Due Date	Aging	Open Balance
Access Computers, Inc.					
Bill	2/28/2002	13233	3/30/2002	125	344.50
Bill	2/28/2002	13234	3/30/2002	125	2,177.13
Bill	4/10/2002	13250	5/10/2002	84	438.63
Bill	5/14/2002	13338	6/13/2002	50	138.06
Total Access Computers, Inc.					3,098.32
Alpha Graphic Services					
Bill	3/22/2002	2904	4/6/2002	103	1,062.87
Total Alpha Graphic Services					1,062.87
American Express Centurion Bank					
Bill	6/26/2002		7/6/2002	7	9,180.29
Total American Express Centurion Bank					9,180.29
Bellefontaine Steel and Fabricating					
Bill	3/7/2002	12638	3/17/2002	118	455.28
Total Bellefontaine Steel and Fabricating					455.28
Boldman Printing Co.					
Bill	3/15/2002	14985	4/14/2002	110	344.52
Bill	4/30/2002	15139	5/30/2002	64	459.68
Bill	5/10/2002	15206	6/9/2002	54	114.27
Total Boldman Printing Co.					918.47
BP					
Bill	6/19/2002	81206	7/9/2002	14	149.67
Total BP					149.67
Business Equipment Company					
Bill	6/3/2002		6/18/2002	30	199.72
Total Business Equipment Company					199.72
Champaign County Chamber Of Commerce					
Bill	4/1/2002		5/1/2002	93	10.00
Bill	4/24/2002	1088	5/24/2002	70	300.00
Total Champaign County Chamber Of Commerce					310.00
Champaign County Historical Society					
Bill	2/21/2002		3/3/2002	132	75.00
Total Champaign County Historical Society					75.00
Champaign Nat'l Bank and Trust					
Bill	6/14/2002		6/29/2002	19	625.00
Bill	6/17/2002		7/2/2002	16	683.71
Total Champaign Nat'l Bank and Trust					1,308.71
Citizens National Bank					
Bill	3/8/2002		3/18/2002	117	1,000.00
Total Citizens National Bank					1,000.00
Duro-Last					
Bill	4/17/2002	431529	4/27/2002	77	225.00
Total Duro-Last					225.00
FedEx					
Bill	6/12/2002	42744...	6/27/2002	21	50.17
Bill	6/19/2002	42748...	7/4/2002	14	81.99
Bill	6/26/2002	42752...	7/11/2002	7	41.80
Total FedEx					173.96
Franke's Wood Products, LLC					
Bill	3/25/2002	5028	4/24/2002	100	1,000.00

AMTEL Directories Inc.

Unpaid Bills Detail

As of July 3, 2002

Type	Date	Num	Due Date	Aging	Open Balance
Total Franke's Wood Products, LLC					
1,000.00					
Hatton & Enright Pharmacy, Inc					
Bill	4/20/2002		5/5/2002	74	55.10
Bill	4/20/2002		5/5/2002	74	163.01
Bill	5/20/2002		6/4/2002	44	153.96
Bill	6/20/2002		7/5/2002	13	68.91
Total Hatton & Enright Pharmacy, Inc					
440.98					
I O S Capital					
Bill	6/11/2002	55359...	6/26/2002	22	100.70
Total I O S Capital					
100.70					
Ikon					
Bill	2/25/2002	17083...	3/12/2002	128	671.27
Total Ikon					
671.27					
Indian Lake Area Chamber of Commerce					
Bill	6/26/2002		7/26/2002	7	75.00
Total Indian Lake Area Chamber of Commerce					
75.00					
John & Anne Hahn					
Bill	3/1/2002		7/22/2002	124	2,250.00
Total John & Anne Hahn					
2,250.00					
Liberty Press					
Credit	2/28/2001	State...			-56.08
Bill	8/31/2001		9/30/2001	306	56.08
Bill	2/27/2002	12234	3/29/2002	126	34,793.74
Bill	5/30/2002	5824	6/29/2002	34	42,594.54
Total Liberty Press					
77,388.28					
MainNet					
Bill Pmt -Check	6/2/2000	10383			-38.50
Total MainNet					
-38.50					
My Yellow Source, Inc.					
Bill	3/29/2002	1216	4/13/2002	96	1,785.00
Bill	5/2/2002	1230	5/17/2002	62	300.00
Bill	5/31/2002	1248	6/15/2002	33	200.00
Total My Yellow Source, Inc.					
2,285.00					
Peoples Savings Bank					
Bill	6/5/2002		6/25/2002	28	415.69
Bill	6/5/2002		6/25/2002	28	337.88
Bill	6/5/2002		6/25/2002	28	393.25
Bill	6/15/2002		7/5/2002	18	290.56
Bill	6/25/2002		7/15/2002	8	201.42
Total Peoples Savings Bank					
1,638.80					
Pitney Bowes Credit Corporation					
Bill	6/14/2002	jn02	6/29/2002	19	250.16
Total Pitney Bowes Credit Corporation					
250.16					
Pitney Bowes Purchase Power					
Bill	4/16/2002		5/16/2002	78	307.00
Bill	5/16/2002		6/15/2002	48	1,762.55
Bill	6/18/2002		7/18/2002	15	508.62
Total PitneyBowes Purchase Power					
2,578.17					
Platinum Plus					
Bill	3/4/2002		4/3/2002	121	4,741.79
Bill	4/1/2002		5/1/2002	93	2,433.92
Bill	4/8/2002		5/8/2002	86	4,820.12

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AMTEL Directories Inc.
Unpaid Bills Detail
 As of July 3, 2002

Type	Date	Num	Due Date	Aging	Open Balance
Total Platinum Plus					11,995.83
Polylogics Consulting, Inc.					
Bill	5/20/2002	W5807	6/19/2002	44	637.94
Bill	6/5/2002	c0416	7/5/2002	28	25.22
Bill	6/13/2002	0207...	7/13/2002	20	522.25
Total Polylogics Consulting, Inc.					1,185.41
Polylogics Services LLC					
Credit	10/25/2001				-500.00
Bill	10/31/2001	68	11/10/2001	245	75.00
Bill	3/29/2002	1207	4/28/2002	96	763.23
Bill	6/11/2002	1406	7/11/2002	22	1,117.03
Total Polylogics Services LLC					1,455.26
SBC Ameritech					
Bill	4/15/2002	1176	5/15/2002	79	150.00
Bill	6/15/2002		7/15/2002	18	40.03
Total SBC Ameritech					190.03
SBC Directory Listings Products					
Bill	2/15/2002	1132	2/25/2002	138	500.24
Total SBC Directory Listings Products					500.24
Shawn Clark					
Bill	6/26/2002		7/31/2002	7	140.00
Total Shawn Clark					140.00
Skelley Lumber Co					
Bill	2/28/2002		3/30/2002	125	2,353.55
Total Skelley Lumber Co					2,353.55
SmartLease by GMAC					
Bill	5/30/2002		6/19/2002	34	628.20
Bill	6/28/2002		7/18/2002	5	628.20
Total SmartLease by GMAC					1,256.40
Speedway SuperAmerica LLC					
Bill	6/15/2002		6/30/2002	18	408.30
Total Speedway SuperAmerica LLC					408.30
Springfield Museum Of Art					
Bill	3/14/2002		3/24/2002	111	1,000.00
Total Springfield Museum Of Art					1,000.00
Sprint					
Bill	5/31/2002		6/30/2002	33	1,283.56
Total Sprint					1,283.56
Staples					
Bill	6/3/2002		7/3/2002	30	3,047.37
Total Staples					3,047.37
Thersa Cammer					
Bill	6/28/2002		7/8/2002	5	64.50
Total Thersa Cammer					64.50
Tracy Graphical					
Bill	3/30/2002	1108	4/29/2002	95	1,229.60
Bill	5/10/2002	1105	6/9/2002	54	1,144.80
Total Tracy Graphical					2,374.40
Urbana Daily Citizen					

AMTEL Directories Inc.

Unpaid Bills Detail

As of July 3, 2002

Type	Date	Num	Due Date	Aging	Open Balance
Bill	4/11/2002		5/11/2002	83	10.00
Total Urbana Daily Citizen					10.00
Wagner Maurice Davidson & Gilbert Co LPA					
Bill	4/15/2002		4/25/2002	79	275.00
Total Wagner Maurice Davidson & Gilbert Co LPA					275.00
YPPA					
Bill	1/26/2002	00291...	2/25/2002	158	280.00
Bill	4/1/2002		5/1/2002	93	1,250.00
Bill	4/25/2002	00297...	5/25/2002	69	285.00
Bill	7/1/2002		7/31/2002	2	1,250.00
Total YPPA					3,065.00
TOTAL					137,402.00